

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|--|---|--------------------------------|
| -----X | : | |
| <i>In re</i> | : | Chapter 11 |
| | : | |
| MOTORS LIQUIDATION COMPANY, et al., | : | Case No. 09-50026 (REG) |
| f/k/a General Motors Corp., et al. | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| -----X | | |

**STAFFING REPORT BY AP SERVICES, LLC
FOR THE PERIOD OCTOBER 1, 2010 THROUGH OCTOBER 31, 2010**

In connection with this Court's *Amended Order Authorizing the Debtors to Employ and Retain AP Services, LLC as Crisis Managers and to Designate Albert A. Koch as Chief Restructuring Officer, Nunc Pro Tunc to the Petition Date*, dated July 2, 2009 and entered at Docket No. 2949 (the "**Retention Order**"), AP Services, LLC ("**APS**") hereby files its monthly staffing report for the period of October 1, 2010 through October 31, 2010 (the "**Staffing Period**"), and in support of such report respectfully represents:

1. Pursuant to the terms of the Retention Order, the Debtors' motion seeking entry of same (as filed with this Court on June 12, 2009 at Docket No. 952, the "**Retention Motion**"), the "**Engagement Letter**," (as such term is defined therein), the First Amended Engagement Letter dated July 23, 2009, the Second Amended Engagement Letter dated November 12, 2009,¹ and the Third Amended Engagement Letter dated June 7, 2010,² APS was retained by the above

¹ Under the terms of the Second Amended Engagement Letter, work performed for General Motors Strasbourg, SAS, effective September 1, 2009, will be billed at standard local rates converted to USD as of the last day of the billing period, and paid directly by General Motors Strasbourg, SAS.

² Under the terms of the First Amendment to the Engagement Letter, APS agreed to reduce its hourly fees from and after July 10, 2009, the effective date of the sale of Debtors' primary assets to General Motors Company. Pursuant to the Third Amendment to the Engagement

(Continued...)

captioned debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (collectively, the “**Chapter 11 Cases**”), as crisis managers for the Debtors and Albert A. Koch was retained to serve as the Debtors’ Chief Restructuring Officer with later appointment to the position of Chief Executive Officer. The functions filled by Mr. Koch and other APS personnel (collectively, the “**Temporary Staff**”) encompass a wide range of activities related to the Chapter 11 Cases which include, without limitation, assisting with the structuring, negotiation and completion of a sale of the Debtors’ assets and operations pursuant to section 363 of the Bankruptcy Code; identifying the assets and liabilities to be sold and transferred; supporting the negotiation and implementation of various transitional contractual relationships and, subsequent to such sale, monetizing assets, settling claims and proposing, filing and implementing a plan of liquidation.

2. As provided for within the Retention Motion, the Engagement Letter, and the Retention Order, effective as of July 10, 2009, certain members of the Temporary Staff were designated by the Debtor’s Board of Directors to serve in accordance with the Debtors’ bylaws in the following officer positions: Albert A. Koch, President and CEO; Ted Stenger, Executive Vice President; Kyle Braden, Vice President, Secretary and Chief Restructuring Officer; James Redwine, Vice President; Christian Cook, Vice President; James Selzer, Vice President and Treasurer. On August 20, 2009, additional members of the Temporary Staff were designated as officers: Thomas A. Morrow, Vice President and David F. Head, Vice President. In addition, Messrs. Koch, Stenger, Selzer and Braden were appointed to fulfill similar officer roles in, and serve as directors of, certain of the numerous non-debtor subsidiaries of the Debtors. On May 31, 2010, Scott Hamilton was appointed to fulfill a similar officer role for a non-debtor

Letter, which was approved by this Court on September 17, 2010, the hourly rates were increased to APS’ standard hourly rates retroactive to July 10, 2009. This Staffing Report reflects the standard hourly rates approved for the Staffing Period by the Third Amendment.

subsidiary of the Debtors. Further, on July 8, 2010, Carrienne Basler was appointed to serve as an officer of the Debtors. The Retention Order requires APS to file monthly staffing reports with the Court with copies to the United States Trustee and all official committees. The staffing report must include the names of the individuals assigned³ to be members of the Temporary Staff and any updates to the then-current list of officer and director positions held by members of the Temporary Staff. All staffing⁴ is subject to review by the Court in the event an objection is filed.

3. The attached Exhibit A includes a list of the members of the Temporary Staff that provided services to the Debtors during this Staffing Period, along with their corresponding position titles within APS and their APS billing rates. Exhibit A also includes any updates to the list of members of the Temporary Staff that have been designated to officer or director positions, along with their corresponding position titles and their APS billing rates.

Dated: November 18, 2010

By: /s/ Albert A. Koch
Albert A. Koch
Authorized Representative
AP Services, LLC
2000 Town Center, Suite 2400
Southfield, MI 48075

³ Based on the needs of the Debtors, members of the Temporary Staff may work less than full time on their assignments. Depending on workload, schedules or specific assignments during a monthly billing cycle, some members of the Temporary Staff may not require any billable hours for that period and, therefore, would be omitted from that period's **Exhibit A**.

⁴ APS may determine, from time to time, to augment its professional staff with independent contractors (each an "***Independent Contractor***") in these Chapter 11 Cases. APS' standard practice is to charge for an Independent Contractor's services at the rate equal to the compensation provided by APS to such Independent Contractor. APS did not bill for Independent Contractors during this Staffing Period.

Exhibit A

AP Services, LLC

Temporary Staff

Motors Liquidation Company, et al., f/k/a/ General Motors Corp., et al.

Staffing Period: October 1, 2010 through October 31, 2010

| North America | | |
|---|---------------------------------------|-------------|
| Temporary Staff -- Officer and Director Positions - Debtor Entities | | |
| Name | Position Title | Hourly Rate |
| Albert A Koch | President and CEO | \$835.00 |
| Edward J Stenger | Executive Vice President | \$835.00 |
| Kyle A. Braden | Vice President, Secretary and CRO | \$580.00 |
| James M. Redwine | Vice President | \$670.00 |
| Christian B. Cook | Vice President | \$620.00 |
| James Selzer | Vice President and Treasurer | \$580.00 |
| Thomas A. Morrow | Vice President | \$710.00 |
| David F. Head | Vice President | \$710.00 |
| Carrienne J. M. Basler | Vice President | \$710.00 |
| Temporary Staff -- Officer and Director Positions - Non-Debtor Entities | | |
| Name | Position Title | Hourly Rate |
| Albert A. Koch | President and CEO | \$835.00 |
| Edward J. Stenger | Executive Vice President | \$835.00 |
| Kyle A. Braden | Vice President, Secretary and CRO | \$580.00 |
| James Selzer | Vice President and Treasurer | \$580.00 |
| Scott R. Hamilton | Director | \$530.00 |
| Name | Temporary Staff APS Position Title | Hourly Rate |
| Susan A. Brown | Director | \$670.00 |
| Timothy Yost | Director | \$620.00 |
| Michael P. Deighan | Director | \$620.00 |
| Michael Hartley | Director | \$620.00 |
| Bryan Gaston | Director | \$580.00 |
| Susan G. Budd | Director | \$580.00 |
| Drew Lockard | Director | \$580.00 |
| John Franks | Director | \$580.00 |
| Scott Haeger | Director | \$530.00 |
| Michelle R. Smith | Director | \$530.00 |
| John Niesen | Director | \$450.00 |
| Alan T. Neuhoff | Vice President | \$500.00 |
| Bill Nowicke | Vice President | \$500.00 |
| Patrick Healy | Vice President | \$500.00 |
| Robert Losier | Vice President | \$500.00 |
| Evelyn Ni | Vice President | \$470.00 |
| J. Timothy Neis | Vice President | \$470.00 |
| Brian Huffman | Vice President | \$470.00 |
| Alexander T. Deligtisch | Vice President | \$470.00 |

| Temporary Staff | | |
|--------------------|--------------------|-------------|
| Name | APS Position Title | Hourly Rate |
| Brian Rosenthal | Vice President | \$395.00 |
| Tony Muzzin | Associate | \$360.00 |
| Matthew Roling | Associate | \$360.00 |
| James Hogarth† | Associate | \$360.00 |
| Josiah Tubbs | Associate | \$320.00 |
| Juan Menendez | Associate | \$320.00 |
| Dipes Patel | Associate | \$280.00 |
| Patrick N. Clark | Associate | \$280.00 |
| Kimberly Cote | Associate | \$280.00 |
| Brittany M. Teal | Analyst | \$260.00 |
| Alexandra Griffin | Analyst | \$260.00 |
| Bobbie J. Phillips | Analyst | \$245.00 |
| Jeff Ivester | Analyst | \$245.00 |
| Ben Barr | Analyst | \$245.00 |
| Chris Watts | Analyst | \$245.00 |
| Barbara Ferguson | Analyst | \$245.00 |
| Stanley Washington | Analyst | \$230.00 |
| Wally Li | Analyst | \$230.00 |
| Lawrence Allison | Analyst | \$230.00 |
| Nick Madurkar | Analyst | \$230.00 |
| Stephen Tucker | Paraprofessional | \$190.00 |
| Natalie P. Meuche | Paraprofessional | \$190.00 |
| Lori Hawkins | Paraprofessional | \$190.00 |

† New assignment to Temporary Staff

| General Motors Strasbourg, SAS | | |
|--------------------------------|--------------------|----------------|
| Temporary Staff | | |
| Name | APS Position Title | Hourly Rate*** |
| Reese McNeel | Vice President | \$513.41 |

***Local Rates converted to U.S. dollars as of the final day of the billing period.